

AMENDED AND SUBSTITUTED BYLAWS OF MASON CITY YOUTH HOCKEY  
ASSOCIATION, INC.

ARTICLE I.

NAME AND OFFICE

Section 1.1. Name. The name of the Corporation is Mason City Youth Hockey Association, Inc.

Section 1.2. Principal's Office. The principal office is the Corporation shall be located in Mason City, Cerro Gordo County, Iowa.

ARTICLE II.

MEMBERS

Section 2.1. Classes of Members. The Corporation shall have two classes of Members designated as follows:

A. Hockey Member. A Hockey member is a member of the immediate family whose child is participating in hockey. For purposes of this definition, "immediate family" means persons who reside in the same household as the child who is participating in hockey during the current year of participation. To qualify as a Hockey Member, all fees for participation of the child in the hockey program must be currently paid.

B. Participating Member. A Participating Member is a Member who is interested in the purposes of the corporation but does not have a child in the immediate family who participates in hockey. To qualify as a Participating Member, the person must have paid the annual dues required by the Board of Directors for the year the member proposes to vote to elect the Board of Directors.

Section 2.2. Definition of Member. A Member is a person who is 19 years of age or older at the time of the annual meeting he or she proposes to vote to elect the Board of Directors and is at that time either a Hockey Member or a Participating Member.

Section 2.3. Annual Meeting. The Members of the Corporation shall meet annually at 6:30 P.M. on the third Thursday in April each year at a location to be publicized in Mason City, Cerro Gordo County, Iowa. The purpose of the meeting shall be to elect the Board of Directors.

Section 2.4. Notice of Annual Meeting. The Secretary of the Corporation shall publish notice of the annual meeting in the Mason City Globe Gazette no less than ten (10) nor more than twenty (20) days prior to the meeting. The notice shall advise the Members of the time and place of the meeting and that the purpose of the meeting is to elect the Board of Directors.

Section 2.5. Special Meetings. Special meetings of the Members may be called by the President, the Board of Directors, or a majority of Members.

Section 2.6. Notice of Special Meetings.

The Secretary of the Corporation shall publish notice of a special meeting of Members in the Mason City Globe Gazette not less than five (5) nor more than ten (10) days 1 2 prior to the special meeting. The notice shall state the time and place of the special meeting and the purpose for which the meeting is called.

Section 2.7. Voting

Any member has the right to vote to elect the Board of Directors. Each member will be allowed two votes per household electronically. (Split households are permitted to only vote once per household). Electronic voting will be collected five to seven days before the annual meeting. All electronic voting will be final 48 hours prior to the annual meeting. Any member may be present to vote at the annual meeting in order to exercise his or her right to vote. Cumulative voting is not permitted. A majority of the Members entitled to vote and present at the meeting is necessary for election of a Director.

Section 2.8. Quorum. Members representing one-tenth of the votes entitled to be cast to elect the Board of Directors shall constitute a quorum for the purpose of electing the Board of Directors at the annual meeting.

ARTICLE III.  
BOARD OF DIRECTORS

Section 3.1. General Powers.

The business and affairs of the Corporation, including the control and disposition of its property and funds, shall be managed by its Board of Directors. The Board of Directors shall have sole authority to establish methods of contributions, accept or reject contributions, or to provide for any other restrictions, qualifications or levels relating to contributions which it in its sole discretion deems necessary, subject to applicable legal requirements. In accepting gifts, bequests, and devises it is the intention that the Directors will manage the affairs in such a manner so as to comply with the meaning of the terms and limitations of the Articles of Incorporation and these Bylaws so that such actions will not jeopardize the federal income tax exemption of this Corporation pursuant to the provisions of Section 501( c) (3) of the Internal Revenue Code of 1986 as now in force or as may be amended.

### Section 3.2. Annual Dues.

At the annual meeting, the Board of Directors shall set the amount of annual dues which must be paid to qualify a person as a Participating Member. The Board shall also set the due date by which the annual dues must be paid.

### Section 3.3. Election of Directors:

Vacant positions on the Board of Directors shall be filled by election at their annual meeting.

### Section 3.4. Number, Tenure and Qualifications.

The number of Directors of the Corporation shall be eleven (11) of which (9) shall be elected by the members and two (2) (the high school representative and the youth director) shall be appointed by the President subject to approval by the Board of Directors. The high school hockey team representative and the youth director shall serve for a term of one year and shall be a voting member of the Board of Directors. These positions will be a one year appointment but can be renewed by board approval. Subject to the provisions of Section 3.3 above, the nine (9) elected Directors shall each serve for a term of three (3) years commencing with his or her election or until his or her successor shall have been elected. A Director may be elected for a successive three (3) year term but in no event shall serve more than six (6) consecutive years. A Director must be a Member. No more than one Member of an immediate family may serve on the Board of Directors at the same time.

### Section 3.5. Regular Annual Meeting.

A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw immediately after, and at the same place as, the annual meeting of Members. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Iowa, for the holding of additional regular meetings without other notice than such resolution. Presently, the Board of Directors holds a regular monthly meeting.

### Section 3.6. Special Meetings.

Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Iowa, as the place for holding any special meeting of the Board of Directors called by them.

### Section 3.7. Notice.

Notice of any special meeting shall be given at least five (5) days previously thereto by written notice delivered personally or mailed to each Director at his or her personal or business address. Such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as otherwise provided in these Bylaws, neither the business to be transacted at, nor the purpose

of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 3.8. Quorum.

Six (6) Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a quorum is present at a meeting, the directors present may adjourn the meeting and set a date for a future meeting without further notice.

Section 3.9. Vacancies.

Any vacancy occurring in the Board of Directors and, to the extent permitted by law, any directorship to be filled by reason of an increase in number of Directors may be filled by election by a majority of the then sitting Directors of the Corporation. A director so elected shall serve the unexpired term of his or her predecessor in office or the full term of such new directorship, as the case may be.

Section 3.10. Presumption of Assent.

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 3.11. Informal Action by Directors.

Any action required to be taken outside of an in person meeting of the Directors, can be approved through electronic vote

Section 3.12. Resignation and Removal.

A Director may resign at any time by giving written notice of his or her resignation to the remaining Directors. Any Director may be removed by a two-thirds vote of the remaining Board of Directors whenever it is in the best interest of the Corporation to do so, provided, however, that the Board of Directors must specify in writing the reason for removal and give the Director proposed to be removed opportunity to be heard at the next regular meeting of the Board of Directors. A Director shall be removed if he or she misses three (3) consecutive meetings or if he or she misses four (4) meetings in one fiscal year.

Section 3.13. Compensation.

Directors shall not receive any compensation but may be reimbursed for reasonable expenses.

Article IV.  
OFFICERS

Section 4.1. Officers' Election and Term of Office.

The officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board of Directors. An officer must be a member of the Board of Directors. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. Each officer shall serve for a term of one year. Each officer may serve two (2) successive additional terms of one year in that office but in no event shall any person serve for more than three (3) consecutive years in any office.

Section 4.2. Vacancy.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by election of the Board of Directors.

Section 4.3. President.

The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He or she shall, when present, preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4.4. Vice President.

In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4.5. Secretary.

The Secretary shall:

- A. Keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose;
- B. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

Section 4.5. B. Registrar

- A. Keep a register of current Hockey Members and current Participating Members and the post office address of each Member.

- B. Keep a register of current Directors and the post office address of each Director. A Director shall furnish his or her address to the Secretary; Be custodian of the corporate records and financials;
- C. Disburse all committee reports following receipt to the Directors at the next regular meeting of Directors;
- D. Perform all duties as local Registrar including transmitting all necessary information to the Tri-State District Registrar; and
- E. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.
- F. Registrar is an appointed position by the Board of Directors, at no time during the Registrars term are they required to be a Member of the Board of Directors.
- G. A. Provide a current list of Participating Members to the Secretary and to the Board of Directors at any time.

#### Section 4.6. Treasurer.

The Treasurer shall:

- A. Have charge and custody of and be responsible for all funds and property of the Corporation;
- B. Receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws.
- C. Compile and distribute monthly to each director a report of the activities of the Corporation, including a statement of receipts and expenditures, profit and loss, and balance sheet; and
- D. In general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors. The Treasurer may be required to give a bond at the expense of the Corporation for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Board of Directors may require the Treasurer to be bonded.
- E. The Treasurer's term will be a four year term, at the remainder of the third year the current treasurer may select who he or she sees fit to transfer his or her duties to. The remaining fourth year will be a transition year for the current treasurer to train the new member taking over this position.

#### Section 4.7. Resignation.

Any officer may at any time resign by serving written notice thereof on the Board of Directors. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and, unless otherwise specified therein, acceptance thereof shall not be necessary to make it effective.

#### Section 4.8 Removal.

Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby. Any officer holding the position of President, Vice President, Secretary or Treasurer shall automatically be removed if the individual holding that office is no longer a member of the Association's Board of Directors due to death, resignation or removal.

#### Section 4.9. Ex Officio Officers.

There Shall be four (4) ex officio officer's consisting of the Referee in Chief, Director of Player Development (also referred to as Coaching Director), Arena Operations Manager, and Figure Skating Representative. These ex officio officers shall not be members of the Board of Directors and shall have no voting rights on the Board of Directors. However, the Secretary shall notify each Ex Officio officer of all meetings of the Board of Directors and each officer shall have the right to attend any board meeting.

### ARTICLE V. INDEMNIFICATION

#### Section 5.1. Indemnification.

Except for any prohibition against indemnification specifically set forth in these Bylaws or in Chapter 504A, Code of Iowa, at the time indemnification is sought by any Member, Director, officer, employee, volunteer or agent of the Corporation, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suite or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Member, Director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a member, Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (such serving as a Member, Director, officer, employee or agent of the corporation or at the request of the corporation referred to herein as "serving on behalf of or at the corporation's request"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

### Section 5.2. Indemnification: Further Provisions.

If a Member, Director, officer, employee, volunteer or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1, or in defense of any claim issue or matter therein, her or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith. Any other indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that the indemnification of such person is proper because he or she has met the applicable standard of conduct set forth in

Section 1; such determination shall be made:

A. By the Board of Directors by a majority vote of a quorum consisting of directors not parties to such action, suit or proceedings, or

B. In a written opinion by special independent counsel selected by the Board of Directors by a majority vote of a quorum consisting of directors not parties to such action, suite or proceedings, or

C. If the requisites quorum of the full Board of Directors cannot be obtained through disinterested directors, in a written opinion of special independent legal counsel selected by a majority vote of the full Board of Directors in which Directors who are parties may participate. Expenses incurred by defending a civil or criminal action, suit or proceedings as authorized in the manner provided in this

Section 2 upon receipt of an undertaking by or on behalf of such person that such person believes in good faith that he or she has met the applicable standard of 7 conduct set forth in Section 1 and that such person will repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized herein. The indemnification and advancement of expenses provided herein shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses provided herein shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any provision in the Articles of Incorporation or Bylaws, any agreement, any vote of members of disinterested Directors, or otherwise both as to actions in the person's official capacity entitling the person to indemnification and advancement of expenses under these provisions and as to actions in other capacities concurrently held by those seeking indemnification or advancement of expenses. However, no person shall be provided indemnification by any provisions of the Articles of Incorporation or Bylaws, by any agreement, or otherwise for any breach of duty of loyalty to the Corporation or its Members, for any act or omission not in good faith or which involves intentional misconduct or knowing violation of the law, or for any transaction from which the person derives an improper personal benefit. The indemnification provided herein shall continue as to a person who has ceased to be a Member, director, officer, employee, volunteer or agent and shall ensure to the benefit of the heirs, executors, personal representatives and administrators of such a person. The Board of Directors shall have power to purchase and maintain insurance on behalf of any person who is or was serving on behalf of or at the Corporation's request against any liability asserted against him and incurred by him in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions hereof.



ARTICLE VI.  
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Sections 6.1.Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 6.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. The Corporation shall make no loan to any officer or Director of the Corporation.

Section 6.3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer or such other officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6.4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII.  
WAIVER OF NOTICE

The fiscal year of the Corporation shall begin on the first day of June in each year and end on the last day of May in the following year.

ARTICLE IX.  
SEAL

The Corporation shall have no corporate seal.

ARTICLE X.  
AMENDMENT

These Amended and Substituted Bylaws were adopted by a two-thirds (8 Directors) vote of the Board of Directors following consideration at three (3) regular meetings of the Board of Directors held on January 18, 2001; February 15, 2001; and on March 15, 2001, in accordance with the Bylaws of the Corporation in effect at that time. These Amended and Substituted Bylaws may be altered, amended or repealed and new Bylaws adopted by a majority vote of the Board of Directors any regular or special meeting of the Board of Directors provided that a minimum of

twenty (20) days' notice in writing of the character of the proposed alteration, amendment or repeal is given to all directors.

## ARTICLE XI COMMITTEES

Section 11.1. General. The President, with the Board of Directors' concurrences, may establish and appoint standing and special committees as shall be deemed desirable for the endeavors of the Corporation. A standing or special committee shall limit its activities to the accomplishment of those tasks for which it was appointed and shall have no powers, except those specifically conferred by action of the Board of Directors. Upon the completion of the task(s) assigned to any special committee, the special committee shall be discharged.

Section 11.2. Committee Membership.

Persons who are not Directors or officers of the Corporation may be appointed to serve on standing or special committees. Directors and officers may also serve on standing or special committees. All standing or special committee Members shall serve at the pleasure of the Board of Directors. At the annual meeting, the Board of Directors shall prepare a tentative slate of persons proposed to be appointed to all standing and special committees. The Board of Directors shall consider the tentative slate and make appointments to all standing and special committees at its next regular meeting following the annual meeting.

Section 11.3. Reports.

Except as otherwise provided in the Board of Directors' resolution approving the establishment and appointment of a standing or special committee, all committees shall maintain written minutes of their meetings which shall be submitted to the Board of Directors for its next regular meeting. Each committee shall report in writing to the Board of Directors as necessary. Each committee shall, at a minimum, submit a written report of the committee's activities at the Board of Directors' annual meeting.

Section 11.4. Meetings.

All committees shall meet at such time and place as designated by the chairperson of the committee and as often as possible to accomplish their duties.

Section 11.5 Committee Chairpersons.

The President shall appoint chairpersons to all standing and special committees provided, however, that each appointment must be approved by the Board of Directors.

Section 11.6 Selection of Committee Secretary.

At its first organizational meeting subsequent to its appointment, a committee shall select from its Members a Secretary who will be responsible for notifying committee members of the time and place of the meetings and for recording minutes of its meetings, submitting the minutes to

the Board of Directors as required by the Bylaws, and preparing written reports to the Board of Directors as required by the Bylaws.

## ARTICLE XII. ARENA OPERATIONS COMMITTEE

Section 12.1. Purpose. The Arena Operations Committee is a standing committee of the Board of Directors. Its purpose is to manage the financial, building and manpower operations of the arena during the period of occupancy by the Corporation. It is required to submit an operating budget to the Board of Directors for approval prior to each period of occupancy of the arena.

Section 12.2. Members.

Members of the Arena Operations Committee are the President; Arena Manager; Chairperson of Arena Operations Committee; Chairperson of Youth Hockey; Chairperson of the Scheduling Committee; representative of the High School Committee; Figure Skating Representative; Secretary; and Treasurer. The Chairperson shall be appointed by the President subject to Board approval. The Arena Manager is a paid position and is hired by and answers to the Board of Directors.

Section 12.3. Scheduling Committee.

The Scheduling Committee is a subcommittee of the Arena Operations Committee. The Chairperson shall be appointed by the President subject to approval by the Board of Directors. The purpose of the Scheduling Committee is to establish an annual calendar of events and programs to be conducted in the arena and to adjust the schedule as required.

## ARTICLE XIII. YOUTH HOCKEY COMMITTEE

Section 13.1. Purpose.

The Youth Hockey Committee is a standing committee. The purpose of the Youth Hockey Committee is to organize and manage all aspects of the Youth Hockey Program of the Corporation. It shall prepare and submit a budget for the Youth Hockey Program to the Board of Directors for approval prior to each annual youth hockey season.

Section 13.2. Members.

The Members of the Youth Hockey Committee are the President; Vice Chairperson for Scheduling; Traveling Team Coordinator; Secretary; Squirt League Representative; Pee Wee League Representative; Bantam League Representative; Mite League Representative; Initiation Program Director; and Coaching Director.

Section 13.3. Coaches Committee.

The Coaches Committee is a subcommittee of the Youth Hockey Committee. The Coaching Director is the Chairperson of this committee. All Mason City Youth Hockey coaches are members of this committee. The purpose of the Coaches Committee is to supervise and train coaches and make recommendations to the Board of Directors concerning the selection, training, and supervision of youth hockey coaches.

ARTICLE XIV.  
PURPOSE

The purpose of purposes for which the Corporation is organized as stated in its Articles of Incorporation filed with the Iowa Secretary of State are to promote and provide an opportunity for the youth of the Mason City area to become actively involved in Youth Hockey and other ice sports. The philosophy of the Corporation shall center around the growth of youth, their character, their moral behavior, team play, sportsmanship, and physical fitness.

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under S501© (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XV.  
YOUTH HOCKEY COACH SELECTION COMMITTEE

Members of the Youth Hockey Coach Selection Committee are the President, Coaching Director; Initiation Program Director; Chairperson of Youth Hockey; and two members at large appointed by the President. The purpose of the Youth Hockey Coach Selection Committee is to make an annual recommendation to the Board of Directors concerning the selection of all youth hockey coaches.

ARTICLE XVI  
YOUTH HOCKEY COACHES COMMITTEE

Section 16.1 Purpose. The Coaches Committee is a standing committee. The purpose of the Coaches Committee is to supervise and train coaches and make recommendations to the Board of Directors pertaining to coaches.

Section 16.2 Members.

All coaches of the Youth Hockey Program are members of this committee. The Chairperson of this committee shall be the Coaching Director. The Coaching Director shall report regularly to the Board of Directors. Section

16.3. Coaching Director.

The President shall appoint a Coaching Director (also referred to as a "Director of Player Development") subject to approval by the Board of Directors

Section 16.4. Initiation Program Director.

The President shall appoint an Initiation Program Director subject to approval by the Board of Directors. The duty of the Initiation Program Director is to supervise all aspects of the Initiation Program.

ARTICLE XVII.  
REFEREES COMMITTEE

Section 17.1. Purpose.

The Referee's Committee is a standing committee. The purpose of the Referees Committee is to supervise and train referees and make recommendations to the Board of Directors pertaining to referees. Section

17.2. Members.

All referees of the Youth Hockey Program are members of this committee. The Chairperson of this committee shall also serve as referee in chief. The referee in chief shall report regularly to the Board of Directors.

Section 17.3. Referee in Chief.

The President shall appoint a Referee in Chief provided, however, that the appointment must be approved by the Board of Directors.

ARTICLE XVIII.  
HIGH SCHOOL HOCKEY TEAM COMMITTEE

Section 18.1. Purpose.

The HighSchool Hockey Team Committee is a standing committee. The Chairman shall be the high school representative on the Board of Directors. The purpose of the High School Hockey Team Committee shall be to supervise and manage all activities of the Mason City Mohawk High School hockey team.

Section 18.2. Members.

All appointments of the High School Hockey Team Committee will be the responsibility of the President and the High School Hockey board Representative, subject to Board approval.

Section 18.3. High School Hockey Coach Selection Committee.

This is a subcommittee of the High School Hockey Team Committee. Members of the High School Hockey Coach Selection Committee are the President, HighSchool Hockey Board Representative, Chairperson of Youth Hockey, and two members at large appointed by the President. The purpose of the High School Hockey Coach Selection Committee is to make an

annual recommendation to the Board of Directors concerning the hiring, supervision, and firing of the high school hockey coach.

ARTICLE XIX.  
RISK MANAGEMENT COMMITTEE

The Risk Management Committee is a standing committee. The purpose of the Risk Management Committee is to evaluate and provide for the safety of all participants in and observers of corporate activities. The President will attempt to appoint an attorney member of the Board of Directors as chairperson of this committee.

ARTICLE XX.  
NOMINATING COMMITTEE

Section 20.1. Purpose.

The Nominating Committee is a standing committee. The purpose of the Nominating Committee is to prepare and submit a list of candidates for election to the Board of Directors at the annual meeting of Members guided by the following rules:

- A. No more than one member of an immediate family may serve simultaneously on the Board of Directors.
- B. It is desirable, though not mandatory, that membership on the Board of Directors be in substantially equal proportions of those persons who have expertise or an expressed desire to be involved in arena operations, youth hockey, and the high school hockey team.
- C. The eleven (11) positions on the Board of Directors shall be staggered so that each year four (4) Positions become vacant and subject to be filled by election at the annual meeting of Members.
- D. It is desirable, though not mandatory, that at least two (2), but no more than three (3) candidates be nominated for election to each vacancy on the Board of Directors.
- E. A Director must be a Member.

Section 20.2. Members.

The Chairperson of the Nominating Committee shall be appointed by the President subject to approval by the Board of Directors. The Nominating Committee shall consist of the Chairperson; Chairperson of the Arena Operations Committee; Chairperson of Youth Hockey; Chairperson of the High School Hockey Team Committee; and two (2) at large positions appointed by the Chairperson of the Nominations Committee.

ARTICLE XXI.  
DISCIPLINE COMMITTEE

Section 21.1. Purpose.

The purpose of the Discipline Committee shall be to resolve all disputes relating to discipline or behavior involving MCYH players, Coaches, Parents, Members, employees, or spectators.

MCYH is committed to being a member in good standing and upholding the rules of USA Hockey, the TriState Affiliate, the IHSHL (Iowa HighSchool League) and the Midwest Youth Hockey League. The MCYH Board of Directors is the "local governing body" and in spirit with its stated purpose reserves the right to impose rules which may be more restrictive than USA Hockey, the Tri-State Affiliate, the IHSHL or Midwest Youth Hockey League. The Discipline Committee has as its purpose the interpretation of the above rules but does not have jurisdiction to change such rules. Any member of the Association who has been disciplined or sanctioned pursuant to USA Hockey, IHSL rules, or MCYH Association rules may appeal to the Discipline Committee for an interpretation of the above rules to determine if the discipline or sanction is appropriate and to determine if the rules have been applied properly under the circumstances. Any member may appeal the final decision of the Discipline Committee to the MCYH Board of Directors and its decision shall be final.

#### Section 21.2. Members.

The Discipline Committee shall consist of the President, Chairperson of Youth Hockey, High School Hockey Team Board Representative, Referee in Chief, and one other member at large to be appointed by the President as soon as possible after his or her election. The President shall also appoint a first and second alternate member at large that can be called as needed to fill in for absent members or abstaining members due to conflict of interest.

### ARTICLE XXII. FUNDRAISING COMMITTEE

The FundRaising Committee is a standing committee of the Board of Directors. The purpose of the Fundraising Committee is to coordinate all fund raising activities. The President shall appoint the Chairperson of the Fund Raising Committee subject to approval by the Board of Directors

### ARTICLE XXIII. PROCEDURAL AUTHORITY

Where not inconsistent with these Bylaws, Robert's Rules of Order, Revised Edition, shall be the procedural authority for conducting all meetings.